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ORIGINAL

July 20, 2004

Pat Miller, Chairman
c/o Sharla Dillon, Docket Manager
Tennessee Regulatory Authority
460 James Robertson Parkway
Nashville, TN 37243-0505

DOCKET NO.
04-00226

Re: Transfer of Control, QuantumShift Communications, Inc. (CPCN no. 99-00677)

Dear Ms Miller:

VCOM Solutions, Inc. ("VCOM") and QuantumShift Communications, Inc. ("QuantumShift") hereby file formal notification of VCOM's acquisition of a 100% interest in the issued and outstanding stock of QuantumShift as of May 28, 2004

VCOM is a California corporation, providing communications management services to small- and medium-sized businesses in California. QuantumShift is a competitive telecommunications carrier, certificated in 47 states and the District of Columbia. In Tennessee, QuantumShift holds license number 99-00677.

VCOM's acquisition will infuse QuantumShift with significant additional financial and technological resources, permitting QuantumShift to continue to provide the comprehensive and competitive telecommunication services that its customers have come to expect. As a stock transaction resulting in no change to QuantumShift's corporate form, the acquisition is transparent to QuantumShift's subscribers. Under the terms of the transaction, QuantumShift will continue to operate, under its own license and pursuant to its existing tariffs and contracts, as a wholly-owned subsidiary of VCOM.

While the transaction requires that several executive-level VCOM personnel assume similar roles in its new subsidiary, management and day-to-day control of the services provided by QuantumShift will remain in the same capable hands, with only minor adjustments. Contact information for QuantumShift will change as follows.

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QuantumShift Communications, Inc.
Attn: Ms. Jenna Brown
12647 Alcosta Boulevard, Suite 470
San Ramon, CA 94583
Ph: 415-209-7044
Fax: 877-712-6792
Email: jbrown@quantumshift.com

Due to the practical complexities of the acquisition itself and additional circumstances beyond their control, QuantumShift and VCOM were previously unable to properly request authorization for the recently-completed transfer of control. However, counsel for VCOM has communicated with Tennessee Regulatory Authority staff member David McClanahan and has discussed both the ramifications of VCOM's and QuantumShift's conduct and the appropriate procedure for rectifying any technical violation that may have occurred. Please be advised that counsel for VCOM is in the process of complying with all applicable procedures required to bring VCOM and QuantumShift into compliance. You should expect the appropriate documents to be filed in the near future.

VCOM's desire is not only to fully comply with Tennessee's substantive and procedural rules and regulations, but also to do so in as timely and efficient a manner as possible. VCOM and QuantumShift recognize that cooperation and communication are the keys to achieving this goal. Therefore, please feel free to address any questions or concerns regarding this notification to the undersigned counsel.

Best regards,



Patrick J. O'Connor

PJO:rp

Copy to: Mr. Gary Storm
Mr. Sameer Hilal
Ms. Jenna Brown